

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

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<b>In re:</b>	§	<b>CHAPTER 11 CASE</b>
<b>CLEARWATER TRANSPORTATION, LTD.,</b>	§	<b>CASE NO. 19-50292-cag</b>
<b>Debtor.<sup>1</sup></b>	§	

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**EX PARTE MOTION TO LIMIT NOTICE AND  
ESTABLISH RELATED PROCEDURES**

Clearwater Transportation, Ltd., (the “Debtor”), as debtor and debtor-in-possession, in the above captioned case (the “Case”), hereby files this *Ex Parte Motion to Limit Notice and Establish Related Procedures* (the “Motion”) requesting that the Court enter an order limiting notice and establishing related procedures. In support of this Motion, the Debtor states as follows:

**I. JURISDICTION, VENUE, CORE STATUS AND BASES FOR RELIEF**

1. This Court has jurisdiction over this Case and the Motion pursuant to 28 U.S.C. §§ 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
2. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2). The Court has the constitutional authority to enter a final order under *Stern v. Marshall*, 564 U.S. 462 (2011) and its progeny.
3. The bases for the relief requested herein are §§ 102 and 105 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

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<sup>1</sup> The Debtor’s address is 6013 Fountainwood, San Antonio, Texas 78233 and the last four digits of its Federal Tax Identification number are 2020.

## **II. BACKGROUND**

4. On February 7, 2019 (the “Petition Date”), the Debtor filed a Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor remains in possession of its property and is operating and managing its business as debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee has been appointed and no official committee has been established in this case.

5. Contemporaneously with the filing of this Motion, the Debtor has filed the *First Day Declaration of Monty Merrill in Support of First Day Motions* (the “Merrill Declaration”), which contains background information on the Debtor and its operations and is incorporated herein by reference.

## **III. RELIEF REQUESTED**

6. By this Motion, pursuant to the proposed Order Granting Ex Parte Motion to Limit Notice and Establish Related Procedures attached as Exhibit “A,” Debtor requests that the Court, under §§ 102(1) and 105 of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007, limit notice in this Case. Section 102 of Bankruptcy Code says that the Court should consider what notice and opportunity for a hearing is “appropriate in the particular circumstances.” 11 U.S.C. § 102(1). Bankruptcy Rule 9007 permits the Court to designate “the entities to whom” notice shall be given and “the form and manner” of such notice unless such requirements are “otherwise specified” in the Bankruptcy Rules. Fed. R. Bankr. P. 9007.

7. This Motion only seeks to limit notice of motions, filings, hearings and other matters in instances where the Bankruptcy Code and Bankruptcy Rules do not specify the requirements for notice of such matters. In such instances, the Debtor proposes servicing notices of such motions, filings, hearings and other matters upon the following parties-in-interest:

- (i) the Debtor;
- (ii) Debtor's counsel;
- (iii) the Office of the United States Trustee for the Western District of Texas;
- (iv) Regulatory and Tax Authorities;
- (v) Concession Agreement parties for the relevant city airports where Debtor operates;
- (vi) the twenty (20) largest unsecured creditors of the Debtor's bankruptcy estate;
- (vii) Debtor's lenders, including parties who may assert liens against Debtor's assets;
- (viii) contract counter-parties to significant contracts with Debtor, including Debtor's vehicle fleet lessors and fleet lenders, and landlords;
- (ix) Counsel for any committee in the case; and
- (x) Any party that appears and requests notice pursuant to Rule 2002.

8. A proposed limited service list reflecting such parties and their service addresses as of the date of the filing of this Motion is attached hereto as Exhibit "B" (the "Limited Service List"). The proposed Order granting this Motion would require the Debtor to update the Limited Service List and file the updated list (if changed) on the docket for the Case at least one per month.

9. The Debtor submits that there is good cause for limiting notice as proposed herein. The Limited Service List will contain the parties with the most significant economic interests in this Case. Any other party-in-interest that wishes to receive notice can file a notice of appearance and join the Limited Service List. Limiting notice will save the estate printing and mailing costs and will also avoid inconveniencing parties-in-interest who are uninterested in this Case with additional mailings. Finally, the Debtor would note that limiting service in this manner is routinely done in this Court in chapter 11 cases and the relief requested herein largely matches the rules for limiting notice in "complex" bankruptcy cases under Appendix L-1020.1 of the Local Bankruptcy Rules.

**IV.        CONCLUSION AND PRAYER**

WHEREFORE, the Debtor respectfully requests that the Court enter an order granting this Motion, in substantially the form of Exhibit "A" hereto, and also granting such other and further relief as the Court may deem just and proper.

Dated: February 7, 2019.

Respectfully submitted,

**DYKEMA GOSSETT PLLC**

By: /s/ Patrick L. Huffstickler

Patrick L. Huffstickler  
State Bar No. 10199250  
[phuffstickler@dykema.com](mailto:phuffstickler@dykema.com)  
Jesse T. Moore  
State Bar No. 24056001  
[jmoore@dykema.com](mailto:jmoore@dykema.com)  
112 East Pecan Street, Suite 1800  
San Antonio, Texas 78205  
(210) 554-5500  
(210) 226-8395 (Fax)

**PROPOSED COUNSEL FOR DEBTOR AND  
DEBTOR-IN-POSSESSION**

**CERTIFICATE OF SERVICE**

I hereby certify that on February 7, 2019, a true and correct copy of the foregoing document was served by U.S. first-class mail to the parties on the attached Service List.

*/s/ Patrick L. Huffstickler* \_\_\_\_\_

Patrick L. Huffstickler

# **Exhibit “A”**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

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<b>In re:</b>	§	<b>CHAPTER 11 CASE</b>
<b>CLEARWATER TRANSPORTATION, LTD.,</b>	§	<b>CASE NO. 19-50292-cag</b>
<b>Debtor.<sup>1</sup></b>	§	

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**ORDER GRANTING EX PARTE MOTION TO LIMIT NOTICE AND ESTABLISH  
RELATED PROCEDURES**

The Court has considered *Ex Parte Motion to Limit Notice and Establish Related Procedures* (the “Motion”)<sup>2</sup> filed by Clearwater Transportation, Ltd. (the “Debtor”), as debtor and debtor-in-possession, in the above captioned case (the “Case”). The Court finds that the Motion demonstrates sufficient cause to limit notice as provided herein and that limiting notice in this Case as provided in this Order will serve to aid in the administration of the Case and to conserve the resources of the parties, while protecting the rights of all parties to due and appropriate notice.

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<sup>1</sup> The Debtor’s address is 6013 Fountainwood, San Antonio, Texas 78233 and the last four digits of its Federal Tax Identification number are 2020.

<sup>2</sup> Capitalized terms not otherwise defined herein have the definitions ascribed in the Motion.

IT IS THEREFORE ORDERED as follows:

- (1) Notice is limited in this Case as requested in the Motion. The Debtor shall maintain a Limited Service List identifying the parties that must be served whenever a motion, pleading, or other filing or matter requires notice. Unless otherwise required by the Bankruptcy Code or Bankruptcy Rules, or other order of the Court, notices of motions, applications, hearings, and other matters is limited to the parties on the Limited Service List.
- (2) The initial Limited Service List attached to the Motion as Exhibit "B" is approved, subject to the further terms of this Order.
- (3) Any party in interest that wishes to receive notice, other than those already listed on the Limited Service List, shall be added to the Limited Service List by filing and serving the Debtor's counsel with a notice of appearance and request for service. Thereafter, Debtor's counsel shall add such parties to the Limited Service List.
- (4) Parties on the Limited Service List, who have not otherwise consented to service by e-mail, through the act of becoming a registered e-filer in this district, are encouraged to provide e-mail addresses for service and to authorize service by email; consent to e-mail service may be included in the party's notice of appearance and request for service; in the event a party has not consented to e-mail service, a "hard copy" shall be served by fax or regular mail.
- (5) Debtor's counsel shall update the Limited Service List and shall file a copy of the updated Limited Service List at least every 30 days hereafter throughout the Case.
- (6) Unless otherwise ordered by the Court, the limited noticing approved by this Order does not apply to notices of the matters or proceedings described in the following provisions of Bankruptcy Rule 2002: (a)(1) the meeting of creditors pursuant to section 341 of the Bankruptcy Code; (a)(4) any hearing on the dismissal of the Case or the conversion of the Case to another chapter; (a)(5) the time fixed to accept or reject a proposed modification of a plan; (a)(7) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (b)(1) and (2) the time fixed for filing objections to, and any hearing to consider approval of, a Disclosure Statement or confirmation of a plan of reorganization; (f)(1) the entry of an order for relief; (f)(2) the dismissal or conversion of the Case to another chapter; (f)(3) the time allowed for filing claims pursuant to Bankruptcy Rule 3002; (f)(5) the time fixed for filing a complaint to determine the dischargeability of a debt pursuant to section 523 of the Bankruptcy Code, as provided in Bankruptcy Rule 4007; (f)(6) the waiver, denial or revocation of a discharge, as provided in Bankruptcy Rule 4006; and (f)(7) the entry of an order confirming a chapter 11 plan of reorganization, all of which matters or proceedings would be noticed in accordance with the applicable provisions of Bankruptcy Rule 2002.

(7) Any person filing a motion, application, pleading, or other paper in this Case shall serve such motion, pleading, application, or paper on (a) all parties in interest listed on the most recent Limited Service List; and (b) any creditor or other party-in-interest not on the Limited Service List whose interests are likely affected directly by the motion, pleading, application or paper. Such person shall file a certificate of service with the Court identifying the interested parties served.

# # # END OF ORDER # # #

Submitted by:

DYKEMA GOSSETT PLLC

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Jesse T. Moore  
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San Antonio, Texas 78205  
(210) 554-5500  
(210) 226-8395 (Fax)

PROPOSED COUNSEL FOR DEBTOR  
AND DEBTOR-IN-POSSESSION

# **Exhibit “B”**

**Clearwater Transportation, Ltd.**

**Limited Service List**

**Debtor:**

Clearwater Transportation, Ltd.  
6013 Fountainwood  
San Antonio, TX 78233

**Via Mail**

**Attorney for Debtor**

Patrick L. Huffstickler  
Dykema Gossett PLLC  
112 E. Pecan St., #1800  
San Antonio, TX 78205  
**ECF:** [phuffstickler@dykema.com](mailto:phuffstickler@dykema.com)

**Office of the U.S. Trustee**

615 E. Houston, Suite 533  
San Antonio, TX 78205  
**Via ECF:** [USTP.Region07@usdoj.gov](mailto:USTP.Region07@usdoj.gov)

**LENDERS/POTENTIAL SECURED CREDITORS**

Funding Circle  
FC Marketplace, LLC  
747 Front St., 4th Fl.  
San Francisco CA 94111  
**Via Mail**

Funding Metrics, LLC  
dba Lendini  
884 TownCenter Drive  
Langhorne, PA 19047  
**Via Mail**

Pearl Capital  
Pearl Delta Funding  
100 William Street, Suite 900  
New York, NY 10038  
**Via Mail**

Newtek Small Business Finance LLC  
1981 Marcus Ave., #130  
Lake Success NY 11042  
**Via Mail**

Pioneer Park LLC  
P.O. Box 398321  
San Francisco, CA 94139-8321  
**Via Mail**

IOU Central Inc.  
600 TownPark Lane, Suite 100  
Kennesaw, GA 30144  
**Via Mail**

GM Financial  
P.O. Box 183593  
Arlington, TX 76096-3834  
**Via Mail**

**TAXING AND REGULATORY AGENCIES**

Bell County Appraisal District  
P.O. Box 390  
Belton TX 76513-0390  
**Via Mail**

Bexar County Tax Office  
P.O. Box 2903  
San Antonio TX 78299-2903  
**Via Mail**

City of Austin  
Controller's Office  
P.O. Box 2920  
Austin TX 78768-2920  
**Via Mail**

Internal Revenue Service  
Centralized Insolvency Operation  
P.O. Box 7346  
Philadelphia, PA 19101-7346  
**Via Mail**

Texas Comptroller of Public Accounts  
Revenue Accounting Division -  
Bankruptcy Section  
P.O. Box 13528 Capitol Station  
Austin, TX 78711  
**Via Mail**

Texas Workforce Commission  
TWC Building - Regulatory Integrity  
Division  
101 East 15th Street  
Austin, TX 78778  
**Via Mail**

Tax Appraisal District of Bell County  
P.O. Box 390  
Belton, TX 76513-0390  
**Via Mail**

Travis County Tax Office  
Bruce Elfant, Tax Assessor-Collector  
P.O. Box 149328  
Austin, TX 78714-9328  
**Via Mail**

Tom Green Appraisal District  
2302 Pulliam St.  
San Angelo TX 76905  
**Via Mail**

Albert Uresti, MPA, PCC  
Bexar County Tax Assessor-Collector  
P.O. Box 2903  
San Antonio, TX 78299-2903

**Via Mail**

United States Department of Justice -  
All Divisions:  
United States Attorney, Civil Process  
Clerk  
N. W. Loop 410, Suite 600  
San Antonio, TX 78216  
**Via Mail**

City of Austin  
c/o U.S. Bank, N.A.  
P.O. Box 70870  
Saint Paul MN 55170-9705

**Via Mail**

The Airport Properties Manager  
Department of Aviation  
THE CITY OF AUSTIN  
Austin-Bergstrom International Airport  
3600 Presidential Blvd., Suite 411  
Austin, TX 78719

**Via Mail**

Killeen-Fort Hood Regional Airport  
Attn: Executive Director of Aviation  
8101 S. Clear Creek Rd., Box C  
Killeen, TX 76549

**Via Mail**

City Attorney's Office  
72 W. College Avenue  
San Angelo, TX 76903

**Via Mail**

Austin CONRAC, LLC  
Attn: Marshall A. Fein, COO  
12130 Colwick  
San Antonio, TX 78216

**Via Mail**

Director of Aviation  
THE CITY OF AUSTIN  
Austin-Bergstrom International Airport  
3600 Presidential Blvd., Suite 411  
Austin, TX 78719

**Via Mail**

City of Austin  
City Clerk  
301 W. Second St.  
Austin, TX 78701

**Via Mail**

City of Killeen  
8101 S. Clear Creek Rd., Box C  
Killeen, TX 76549

**Via Mail**

City of Killeen  
Attn: City Attorney  
101 N. College St., 1<sup>st</sup> Floor  
Killeen, TX 76541

**Via Mail**

City of San Angelo  
San Angelo Regional Airport-Mathis Field  
8618 Terminal Circle, Ste. 101  
San Angelo, TX 76904

**Via Mail**

Austin Conrac, LLC  
Conrac Managing, c/o Conrac Solutions  
981 Lowell Ave. SW, #125  
Renton, WA 98057

**Via Mail**

ATS Processing Services  
1150 N. Alma School Rd.  
Mesa, AZ 85201

**Via Mail**

Calhoun, Thomson & Matza  
9500 Aboretum Blvd., #120  
Austin, TX 78759

**Via Mail**

Dent Crafters  
166 Briar Forest Dr.  
Bastrop, TX 78602

**Via Mail**

Highway Toll Administrations  
66 Powerhouse Rd., #103  
Roslyn Heights, NY 11577

**Via Mail**

Town North Nissan  
9160A Research Blvd.  
Austin, TX 78758

**Via Mail**

Town North Nissan  
9160A Research Blvd.  
Austin, TX 78758

**Via Mail**

**CONTRACT AND VEHICLE LEASE PARTIES**

Hincklease, Inc.  
Attn: Bill Jeffries  
2305 President's Dr., Ste. F  
Salt Lake City UT 84120  
**Via Mail**

Selig Leasing Company, Inc.  
Attn: Steve Schaefer  
2510 S. 108th St.  
West Allis WI 53227  
**Via Mail**

Hertz Global Holdings  
Thrifty Rent-A-Car System, Inc.  
Dollar Rent A Car, Inc.  
Attn: Robert M. Barton  
8501 Williams Road  
Estero, FL 33928  
**Via Mail**

Union Leasing, Inc.  
P.O. Box 75850  
Chicago, IL 60675-5850  
**Via Mail**

The Bancorp  
409 Silverside Road  
Suite 105  
Wilmington, DE 19809  
**Via Mail**

Hinckley's Inc.  
Dba Hincklease, Inc.  
2309 South State Street  
Salt Lake City, UT 84115  
**Via Mail**

Harbor Properties  
850 S. Hermitage Road, Suite B1  
Hermitage, PA 16148  
**Via Mail**

Commercial Fleet Leasing  
The Bancorp Bank  
Attn: Paul F. Pollock  
626 Jacksonville Road, Suite 205  
Warminster, PA 18974  
**Via Mail**

DTG  
Dba DTG Operations, Inc.  
Attn: Lockbox Dept. 673  
6242 E. 41<sup>st</sup> Street  
Tulsa, OK 74135  
**Via Mail**

Bancorp Bank  
Attn: Paul F. Pollock  
3755 Park Lake St.  
Orlando FL 32803-5265  
**Via Mail**

**NOTICES OF APPEARANCE**